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[quidel.com](http://quidel.com)

## Code of Business Conduct and Ethics

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### Dear Fellow Quidel Employee:

As we pursue our goals as a leading provider of diagnostic healthcare solutions world-wide, it is important that each employee complies with the Company's policies concerning ethics and business conduct when dealing with customers, suppliers, stockholders, other collaborators and fellow employees.

The following code of business conduct and ethics summarizes our policies concerning the way we conduct business and related employee responsibilities.

All employees and members of the Company's Board of Directors must comply not only with the letter of the Company's code of business conduct and ethics but also its spirit. If you have any questions or concerns about what is proper conduct for you or anyone else, promptly raise the issue with your supervisor or a member of the Human Resources Department. Concerns about appropriate conduct will be promptly addressed with care and respect.

We are privileged to work for such a dynamic company. It is the responsibility of all employees to ensure, by adhering to the policies contained herein, that we remain a place at which we can all be proud to work.

**Douglas C. Bryant**

*President and Chief Executive Officer*



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## **CODE OF BUSINESS CONDUCT AND ETHICS**

### ***Introduction***

This Code of Business Conduct and Ethics (this "Code") embodies Quidel's and its affiliated companies (collectively, the "Company's") commitment to conduct our business in accordance with all applicable laws, rules and regulations and the highest ethical standards. This Code outlines the broad principles of legal and ethical business conduct embraced by the Company and applies to all Company employees and members of our Board of Directors. This Code does not provide a detailed list of legal or ethical questions that you might face in the course of business but rather provides guiding principles in applying your own good business judgment in conducting the Company's business. You should become familiar with this Code's contents, keep it handy and review it frequently.

### ***Quality***

Approach all job tasks with a commitment to quality. It is the Company's policy to provide the highest possible level of quality healthcare products to our customers around the world. Similarly, employees should conduct themselves in a manner that leads to a quality work environment at our facilities, including open, positive and productive relations with co-workers, visitors, collaborators and customers, without regard to race, color, religion, sex, pregnancy, national origin, ancestry, citizenship, genetic information, age, physical or mental disability, military and veteran status or any other status protected by law.

### ***Business Conduct***

Treat individuals fairly and display good judgment and high ethical standards in your business dealings. You must conduct all your business affairs with honesty, fairness and integrity. Each employee and director should endeavor to deal fairly with the Company's customers, suppliers, competitors, collaborators and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice. These qualities and standards do not vary by country or by culture.

Treat others with dignity and respect. Quidel does not permit conduct that creates an intimidating, hostile or offensive work environment. If you believe that you have been subject to discriminatory or harassing conduct, please report it to your supervisor or Human Resources. Quidel has policies and procedures in place to deal with issues that arise in the workplace, and all complaints will be investigated promptly and without retaliation.

### ***Legal Obligations***

Obey all applicable laws and regulations. Compliance with applicable law is the starting point of our ethical behavior and is an absolutely essential part of our ethical responsibility. We conduct our business, and you are required to act, in accordance with all applicable laws and regulations.



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### ***General Reporting Obligations***

Keep honest and accurate financial records. You must ensure that any financial records you are responsible for accurately reflect transactions. The Company will not accept, and you shall not produce or partake in producing, any inaccurate, false, misleading, incomplete or careless record keeping, including but not limited to, production documentation, research and development records and financial records.

### ***Public Company Reporting***

Provide full, fair, accurate and timely disclosure in the Company's reports and documents. As a public company (listed on NASDAQ: QDEL), it is of critical importance that the Company's filings with the U.S. Securities and Exchange Commission (and other applicable regulatory and/or governmental bodies) be accurate and timely. Depending upon your position with the Company, you may be called upon to provide information to ensure that the Company's public reports are accurate, complete, fair, understandable and not misleading. The Company expects all of its employees and directors to take this responsibility very seriously and to provide prompt and accurate information related to the Company's public disclosure requirements.

All of our employees and directors must strive to adhere to these principles and to cultivate a culture throughout the Company that promotes the fair and timely reporting of the financial results and condition of the Company. In this regard, our employees and directors shall:

- Act with honesty and integrity and avoid actual or perceived conflicts of interest in personal and professional relationships;
- Provide constituents with information that is accurate, complete, objective, relevant, timely, understandable and not misleading in order to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or furnishes to government agencies and in other public communications;
- Comply with rules and regulations of federal, state and local governments and other regulatory agencies as the same may be applicable to the conduct of the Company's business and operations; and
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing your independent judgment to be subordinated.

### ***Company Property***

Use Company property for appropriate business purposes. All employees and directors should protect the Company's assets, which include the Company's confidential information described below. This includes safeguarding all physical equipment, property and records, as well as all passwords and identification codes to prevent unauthorized access to the Company's computerized data. Theft, carelessness and waste have a direct impact on the Company's success.



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Company resources, including, but not limited to, cash, personnel, equipment and supplies, should be used for legitimate Company business purposes. We may provide employees with the use of Company-owned telephones, copiers and computer equipment in order to give our employees the tools necessary to effectively perform their jobs. You are expected, when using such resources, to conduct yourself professionally and to comply with all of the terms and provisions of this Code.

Additionally, voice and e-mail messages may be permanently recorded, forwarded or reproduced in hard copy. Accordingly, employees and directors must exercise caution and discretion when leaving voice messages and sending e-mail messages because messages conveyed by these means may survive indefinitely.

### ***Conflicts of Interest***

Conduct personal business to avoid conflicts of interest. A conflict of interest arises when your judgment in acting on behalf of the Company is or may be influenced by an actual or potential personal benefit from an investment, business interest, activity or some other relationship or association. The benefits may be direct or indirect, financial or non-financial, through family connections, personal associations or otherwise. You must not participate in any activities or transactions that conflict, or could conflict, with your responsibilities at the Company. You should also be sensitive to, and attempt to avoid, any activities or personal interests that have even the appearance of being improper.

It is not possible to describe all circumstances where a conflict of interest might arise. The following examples are provided as a guide only to illustrate common types of potential conflicts:

- Owning a significant interest in any supplier, customer or competitor.
- Acting as a consultant, employee, officer or director for a supplier, customer or competitor.
- Participating in any outside business activity that is competitive with the Company.
- Receiving any personal payments, favors, loans or services from customers, contractors, suppliers, vendors or competitors.
- Receiving gifts, gratuities or entertainment that is excessive or not customary in the business or that carries a perception of influence or obligation.
- Acting on behalf of the Company in any transaction, including the placement of business of any kind, with any company in which you or a relative by blood, marriage or adoption has a direct or indirect interest in such company or transactions whether as a significant interest-holder, employee, principal officer or representative.
- Being in a position of supervising, reviewing, or having any influence on the job evaluation, pay or benefits of a relative by blood, marriage or adoption.



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Employees and directors who work for, consult with, invest in, or are otherwise involved with, a supplier, customer or competitor of the Company (or who have family members with such relationships) must disclose that relationship to the Company's Legal or Human Resources Department. Such disclosures must be made on the acknowledgment form attached hereto. Any subsequent changes in status must also be promptly reported to the Company's Legal or Human Resources Department.

In addition, any investments (stock ownership, etc.) in a supplier, customer or competitor must not involve any conflicts of interest, must be disclosed in advance of any such investments on the attached acknowledgment form and require the pre-approval of the Company. Notwithstanding the foregoing, ownership of less than one percent of stock or total debt of a publicly traded company that competes or does business with the Company is permissible without disclosure.

### ***Corporate Opportunities***

Do not usurp corporate opportunities for personal gain. Employees and directors owe a duty to the Company to advance the interests of the Company when the opportunity to do so arises.

Thus, all employees and directors are prohibited from (1) taking for themselves opportunities that are discovered through the use of corporate property, information or position; (2) using corporate property, information or position for personal gain (directly or indirectly); and (3) competing with the Company.

### ***Anti-Corruption***

Do not use funds for improper or illegal activities. You must comply not only with the anti-corruption laws in the places that we do business but also with the U.S. Foreign Corrupt Practices Act (the "FCPA"). The FCPA makes it illegal to pay, or promise to pay money or anything "of value" to any "government official" for the purpose of directly or indirectly obtaining or retaining business. The terms "government official," "of value" and "obtaining" are broadly defined and the term "government official," includes any officers or employees, agents, advisors or consultants or any individuals acting in an official capacity on behalf of government-controlled agencies or enterprises, public international organizations, as well as political parties and candidates. This ban on illegal payments and bribes also applies to agents or intermediaries who use funds for purposes prohibited by the FCPA.

Additionally, do not offer, give or receive bribes or make or accept improper payments to obtain new business, retain existing business, or secure any improper advantage or facilitate or permit others to do so. This includes any type of facilitation payment, large or small, even where such payments are perceived as a common part of local business practice or acceptable under local law.

For more information or if you have any questions regarding anti-corruption laws and what is permissible and prohibited conduct, please contact the Company's Legal/Compliance Department and also refer to the Company's anti-corruption policies before providing anything of value to a government official, supplier or customer.

### ***Prohibition on Gifts to Government Officials and Employees***

Do not provide gifts to government officials or government employees. The various branches and levels of government have different laws restricting gifts, including meals, entertainment, transportation and lodging, which may be provided to government officials and government employees. Accordingly, you are prohibited



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from providing gifts, meals or anything of value to government officials or government employees or members of their families without prior written approval from the Legal/Compliance Department.

### ***Political Contributions***

Do not contribute Company funds or Company resources to a political party, committee, organization, or candidate or for any other political purpose unless and until you have obtained the prior approval of the Legal Department. You may, of course, engage in political activity with your own resources on your own time.

### ***Confidential Information***

Do not use confidential information for personal gain. Confidential information encompasses a broad range of non-public information that includes trade secret and proprietary information regarding the Company's technology and business. Examples of confidential information include, but are not limited to, manufacturing processes, methods, know-how and equipment, research and development efforts, technical data, invention disclosures and patent applications, customer lists, key customer contacts, sole supplier sources, forecast, budget and financial information and the Company's business plans (including possible transactions, contracts and financing arrangements). You cannot disclose confidential information about the Company to unauthorized people, use any confidential information for your own purposes or for the benefit of third parties, whether directly or indirectly unless you have obtained the prior written approval of the Company to do so, or use the information to purchase or sell Company securities. All material information concerning securities, financial condition, earnings or activities of the Company must remain confidential until it is fully and properly disclosed to the public. Confidential information that is particularly sensitive includes knowledge of acquisitions or divestitures, new products or processes, litigation or government investigations, status of regulatory approvals and earnings figures or trends.

In addition, as set forth in the Agreement Regarding Confidential Information, Inventions, Non-Solicitation and Conflicts of Interest ("Confidential Information Policy"), you must not use confidential information in a way that is not related to the Company's business activities during or after your employment or service with the Company. Confidential information cannot be given to competitors, suppliers, contractors, other employees or any other person, unless that person is authorized by the Company or by applicable laws or regulations to possess such information.

For more information regarding the treatment of confidential information, please refer to the Company's Proprietary and Confidential Information Policy. If you have any questions about your obligations regarding confidential information during or after your employment or service with the Company, please contact the Legal Department.

### ***Data Protection***

We intend to comply with all relevant data protection laws. These laws regulate the collection, storage, disposal, use and disclosure of personal information (such as names, addresses, dates of births, job titles or photographs), which can identify a living person. We expect you to respect applicable privacy laws and handle information appropriately and to comply with our standards and policies on protecting personal information in line with our data protection policies.



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### ***Securities Trading***

Do not improperly trade on inside information. The Company is committed to fair and open markets for publicly traded securities throughout the world. If you have information about the Company that is material and non-public, you cannot legally trade in Company stock or recommend (i.e., “tip”) the purchase or sale of Company stock. Information should be regarded as "material" if there is a reasonable likelihood that it would be considered important to an investor in making an investment decision regarding the purchase or sale of Company securities. In addition to material inside information about the Company, you may become aware of similar confidential information about other companies such as suppliers, customers or competitors whose securities are publicly traded. In such a situation, you must handle the confidential information about the other company according to the same rules that apply to material inside information about the Company.

If you violate insider-trading laws, you and the Company may be subject to serious civil and criminal penalties. These laws apply to all directors and employees at all levels and locations, both in and outside the United States. The U.S. Securities and Exchange Commission and U.S. Department of Justice and other agencies aggressively monitor and prosecute insider trading violations even when high profile employees or significant profits are not involved.

For more information regarding transactions involving Company securities, please refer to the Company's Insider Trading Policy.

### ***Gifts to Customers or from Suppliers***

Use good sense when giving gifts to customers, and ensure that you are in compliance with the Company's policies and applicable laws when interacting with healthcare professionals. Gifts to healthcare professionals are not appropriate as a matter of Company policy and may also be illegal. You must not provide gifts, loans or other benefits to a representative of a customer or potential customer to obtain sales or beneficial arrangements from the customer. In addition, you must not accept gifts, loans or other benefits from a representative of a supplier or potential supplier which are related to the Company entering into arrangements with such suppliers.

Gifts to representatives of customers (other than healthcare professionals) may only be appropriate if (1) the monetary value is modest; (2) the representative's supervisor is informed; and (3) the benefit is part of a marketing or educational activity approved by the Company.

Acceptable gifts could include occasional business meals or transportation by Company vehicles to Company-related meetings, seminars or Company facilities.

Your interaction with healthcare professionals is governed by applicable national regulatory bodies as well as the AdvaMed Code of Ethics, which the Company has adopted as part of its compliance program. For more information or questions regarding interacting with healthcare professionals, please refer to the Company's policies on interacting with healthcare professionals.



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### ***Clinical/Regulatory Compliance***

For information or questions regarding product regulatory matters, the conduct of clinical trials and research studies, the communication of results from such trials and research studies and interactions with healthcare professionals, please refer to the Company's policies on interacting with healthcare professionals or contact the Clinical/Regulatory or Legal Department.

### ***Advertising***

Sell the Company's products fairly and honestly, stressing their value and capabilities. You must not use tactics that unfairly undermine the products of a competitor, whether in advertisements, demonstrations, comments or innuendo, and the Company is committed to compliance with all applicable Federal Trade Commission and other applicable regulations.

### ***Media Inquiries***

It is very important that you follow Company policy if you receive calls from any media representative, or if you are asked to speak as a representative of the Company in any public venue or forum. Recognizing that the Company is a publicly traded company in a highly competitive industry and to ensure consistency in our message delivery, the following procedure must be followed if you receive an inquiry regarding our company or our products:

Media or Third-Party Inquiries Regarding Investor Relations and/or Company Business: If you are contacted by a member of the media (local or national, TV, radio, internet, or print), or another third-party, please do not make any comment. These calls should be immediately forwarded to the office of the Chief Financial Officer or President/Chief Executive Officer. This includes requests for information or comments on behalf of the Company regarding business, plans, organizational or administrative matters, results of operations, or information about the Company's performance. This policy also covers requests for comments or information on behalf of the Company either on an "on-" or "off-the-record" or "background" basis. Employees are also prohibited from giving members of the media access to, or a summary of, Company confidential or proprietary information such as internal conference calls, webcasts, internal emails, or other written materials or presentations without prior approval of the Chief Financial Officer or President/Chief Executive Officer.

This policy is not intended to infringe upon or violate your rights protected under applicable employment or other applicable laws, rules, and regulations.

Invitations to Speak at Meetings or Other Public Events: If you are asked to speak as a representative of the Company at any public venue (e.g., meeting, presentation, webcast, podcast, panel, etc.), you must receive prior approval from our President/Chief Executive Officer.

Product Related Inquiries: Inquiries pertaining to availability and general questions regarding Company Products should be referred to Customer Service. Technical Inquiries regarding our products should be referred to Technical Support.

Any information that concerns the Company or its business that isn't generally available to others should be treated as confidential. The improper disclosure or unauthorized use of confidential business information could have a detrimental impact on the Company's competitive position. Accordingly, all employees of the Company have an obligation to protect confidential Company information.



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### ***Government Requests***

Requests from government agencies should be forwarded to the Company's Legal Department. It is the Company's policy to cooperate with reasonable requests from relevant government agencies, such as the U.S. Federal Trade Commission, the U.S. Food and Drug Administration, the U.S. Department of Health and Human Services, the U.S. Department of Justice or any similar foreign or national government agency, concerning the Company's operations. If a government agency or official asks you for information or an interview concerning the Company, notify the Legal Department and wait for instructions before proceeding.

### ***Antitrust and Fair Competition***

We seek to outperform our competition fairly and honestly. It is the Company's policy to ensure compliance with all applicable fair competition and antitrust laws. These laws attempt to ensure that businesses compete fairly and honestly and prohibit conduct seeking to reduce or restrain competition. Accordingly, do not enter into agreements or provide information that restricts trade or results in price-fixing or unfair competition. If you are uncertain whether a contemplated action raises unfair competition or antitrust issues, please contact our Legal Department.

## **COMPLIANCE PROCEDURES**

### ***The Administration of this Code***

This Code is administered by the Nominating and Corporate Governance Committee of our Board of Directors. The Nominating and Corporate Governance Committee, with the assistance of Company management, is responsible for distributing and periodically updating this Code and ensuring that procedures are in place for reporting violations, monitoring and investigating suspected violations and enforcing this Code.

### ***Managers and Supervisors***

Managers and supervisors have key roles in the compliance program for this Code and are expected to demonstrate their personal commitment to the Company's standards of behavior and to manage fellow employees accordingly. If you are a manager or supervisor it is your responsibility to communicate to your group that each member must operate in accordance with the standards of business conduct outlined in this Code. You must also maintain a work environment that encourages open communication regarding ethical problems and concerns.

### ***Responsibility to Report Illegal and Unethical Behavior***

Every employee and director must comply with the letter and spirit of this Code and with the policies and procedures of the Company, and must communicate any suspected violations promptly. Employees should report suspected violations of laws, regulations and Company policies, including this Code, through any one of the methods described below.

### ***Responsibility to Report Accounting Concerns or Complaints***

The Company's policy is to comply with all applicable financial reporting and accounting standards, rules and regulations. If you have any unresolved concerns or complaints regarding questionable accounting or auditing matters, you are encouraged to submit those concerns or complaints through any one of the methods described



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below. Subject to applicable law and to the fullest extent possible, all such submissions will be treated confidentially.

## **HOW TO REPORT**

If you have concerns or a complaint about any activity or conduct that you believe or suspect violates the letter or spirit of this Code, you should report the circumstances to any one of:

- Your supervisor;
- A Human Resources representative;
- The General Counsel or the Legal Department;
- The Chair of the Company's Compliance Committee or Compliance Officer; or
- The Board of Directors, the Audit committee of the Board or any member of the Board.

You are encouraged to report concerns, complaints or suspected violations directly to someone within your reporting structure, as appropriate. If you are not comfortable doing so, do not believe it is appropriate, or wish to raise the concern anonymously or confidentially, you may report a concern through Quidel's Compliance Helpline that includes both an internet and toll-free telephone service hosted by an independent third-party provider. The Compliance Helpline contact information is as follows:

- The Quidel Compliance Helpline via internet is [www.ethicspoint.com](http://www.ethicspoint.com),
- The Quidel Compliance Helpline toll-free number is 1-888-263-8707,
- Such other local number as may be directed.

### ***What Happens When a Concern is Reported?***

All reports submitted will be given careful attention by Quidel. Reports received through the Quidel Compliance Helpline will be forwarded (on an anonymous basis if so designated) to the appropriate Quidel representatives for review and investigation.

All complaints regarding the Company's accounting controls or auditing matters will be reported to the Audit Committee of the Board of Directors. Other complaints will be investigated by appropriate Company personnel, and, when appropriate, the Board of Directors or a committee of the Board. Be assured that if you report a suspected violation in good faith, you will not be subject to retaliation and your confidentiality will be protected to the fullest extent possible and in accordance with applicable law.

### ***Non-Retaliation***

Regardless of how a report is made, the Company prohibits retaliation of any kind against individuals who have made good faith reports or complaints of violations of this Code or other known or suspected illegal or unethical conduct, or who participate in an investigation.



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### ***Effect of Violations and Accountability***

Failure to comply with any responsibilities imposed under this Code or otherwise engaging in conduct that is considered unacceptable will result in appropriate corrective and/or disciplinary action for employees and contractors, including with respect to standards that address slavery and human trafficking. Disciplinary measures that may be invoked include, but are not limited to, counseling, oral or written reprimands, warnings, probation, suspension without pay, demotions, reductions in salary, termination of employment and/or restitution. Furthermore, illegal actions will be dealt with promptly and violations may be reported to appropriate law enforcement authorities. The specific sequence of steps to be followed will generally be determined jointly by your supervisor and Human Resources. In addition, some circumstances may require the involvement of senior management, the Legal Department and/or the Board of Directors or a committee of the Board and even law enforcement.

Although no two situations are identical, the Company is committed to prompt, fair and consistent enforcement of this Code.

### ***Amendment, Modification and Waiver***

This Code may only be amended or modified by the Company's Board of Directors. Any waivers of this Code for executive officers or directors may be granted only by the Company's Board of Directors or a committee of the Board with specific delegated authority. In addition, such waivers will be promptly disclosed to stockholders, in accordance with company policy and applicable law.

### ***Compliance with this Code***

The policies set forth in this Code should govern your behavior and decisions while you are employed with or engaged by the Company. It is your responsibility to be familiar with these policies, and to be sensitive to any situation that could lead you or others to engage in actions that would violate these policies. Claims of ignorance, good intentions or bad advice will not be accepted as excuses for noncompliance.

Nothing in this Code or the Company's Confidential Information Policy prohibits you from reporting possible breaches and/or violations of applicable law or regulation to any governmental agency or entity, including but not limited to the U.S. Department of Justice, Securities and Exchange Commission, Congress, any agency Inspector General, or making other disclosures that are protected under the whistleblower provisions of federal law or regulation or other similar applicable laws in other jurisdictions. You do not need the prior authorization of the Legal Department to make any such whistleblower reports or disclosures and you are not required to notify the Company that you have made such reports or disclosures.

### ***Additional Information***

If you have any questions regarding this Code or any other Company policy, please contact your supervisor or the Company's Human Resources or Legal Department.

Last updated: February 4, 2020



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**CERTIFICATE OF ACKNOWLEDGEMENT**

I have read, understand, and agree to comply with the foregoing Code of Business Conduct and Ethics and the policies and procedures contained therein (the "Code").

In addition, I am providing the following information regarding actual or potential conflicts of interest, as is required by the Code (indicate "none" if appropriate):

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I also hereby agree to keep the Company informed of any actual or potential conflicts of interest, which may at some point arise.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Date